U.S. Securities and Exchange Commission

PAPERWORK REDUCTION ACT SUPPORTING STATEMENT

for the Extension of
Rule 12d1-4
OMB Control Number 3235-0639

The U.S. Securities and Exchange Commission ("Commission" or SEC) submits this information collection request (ICR) pursuant to the Paperwork Reduction Act of 1995 (PRA), 44 U.S.C. Section 3501 et seq., with the following justification.

1. Necessity of Information Collection

Section 12(d)(1) of the Investment Company Act of 1940 (the "Act") (15 U.S.C. 80a-12(d)(1)) limits the ability of a fund to invest substantially in securities issued by another fund.[1] Rule 12d1-4 (17 CFR 270.12d1-4), however, permits certain registered funds and business development companies ("BDCs") (together, funds, and those acquiring shares of other funds in reliance on the rule, "acquiring funds") that satisfy certain conditions to acquire shares of other certain registered funds and BDCs (together "acquired funds") in excess of the limits of section 12(d)(1) of the Act without obtaining an exemptive order from the Commission.[2] These conditions, described in more detail below, include requirements that constitute a collection of information. This collection of information is voluntary because rule 12d1-4 is an exemptive rule and, therefore, funds may choose not to rely on the rule. Rule 12d1-4 was adopted by the Commission in 2020 and has not been amended since.[3]

Voting Provisions. Under rule 12d1-4, where an acquiring fund and its advisory group (in the aggregate) hold more than 25% of the outstanding voting securities of an acquired fund that is a registered open-end investment company or registered unit investment trust (a "UIT"), the acquiring fund will be required to vote those securities using mirror voting, unless certain exceptions apply.[4] If the acquired fund is a closed-end fund, the acquiring fund and its advisory

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1 *See* 15 U.S.C. 80a-12(d)(1), *available at* https://www.law.cornell.edu/uscode/text/15/80a-12.

2 *See* 17 CFR 270.12d1-4, *available at* https://www.ecfr.gov/current/title-17/chapter-II/part-270/section-270.12d1-4.

3 *See* Fund of Funds Arrangements, Investment Company Act Release No. 34045 (Oct. 7, 2020) [85 FR 73924 (Nov. 19, 2020)] (the "Fund of Funds Arrangements Adopting Release"). The staff of the Commission published FAQs in March 2026 that provide operational clarity on the rule, but these FAQs do not change the rule's requirements or the collections of information associated with these requirements. *See* Division of Investment Management Staff, "Fund of Funds Arrangements Frequently Asked Questions" (updated March 5, 2026), *available at* https://www.sec.gov/rules-regulations/staff-guidance/fund-funds-arrangements-frequently-asked-questions.

4 *See* rule 12d1-4(b)(1)(ii) and (iii). In mirror voting, the acquiring fund votes the shares it holds in the same proportion as the vote of all other holders. *See* Fund of Funds Arrangements, Investment Company Act Release No. 34045 (Oct. 7, 2020) [85 FR 73924 (Nov. 19, 2020)].

group must vote its securities using mirror voting if they, in the aggregate, hold more than 10% of the outstanding voting securities, unless certain exceptions apply.[5] In addition, in circumstances where acquiring funds are the only shareholders of an acquired fund, pass-through voting may be used.[6]

Fund of Funds Investment Agreement. Unless the acquiring fund's adviser acts as the acquired fund's investment adviser, rule 12d1-4 requires that the acquiring fund enter into an agreement containing certain provisions with the acquired fund effective for the duration of the funds' reliance on the rule. Funds subject to this requirement must maintain a copy of these agreements.[7]

Management Companies -- Fund Findings. In cases where the acquiring fund is a management company,[8] rule 12d1-4 requires, prior to the initial acquisition of an acquired fund in reliance on the rule, the acquiring fund's investment adviser to evaluate the complexity of the structure and fees and expenses associated with the acquiring fund's investment in the acquired fund, and find that the acquiring fund's fees and expenses do not duplicate the fees and expenses of the acquired fund. In cases where the acquired fund is a management company, rule 12d1-4 requires, prior to the initial acquisition of the acquired fund in reliance on the rule, the acquired fund's investment adviser to find that any undue influence concerns associated with the acquiring fund's investment in the acquired fund are reasonably addressed and, as part of this finding, the investment adviser must consider at a minimum certain enumerated factors. The rule further requires that each investment adviser report its evaluation, finding, and the basis for its evaluation or finding to the fund's board of directors no later than the next regularly scheduled meeting of the board of directors. The rule also requires the acquiring and acquired funds participating in fund of funds arrangements in accordance with the rule to maintain and preserve a copy of each fund of funds investment agreement that is in effect, or was in effect in the past five years, and a written record of the relevant Fund Findings (and the basis for the Fund Findings) made under the rule.[9]

UITs -- Principal Underwriter or Depositor Evaluations. The rule requires that, in cases where the acquiring fund is a UIT, the UIT's principal underwriter or depositor must evaluate the complexity of the structure associated with the UIT's investment in acquired funds, and find that the UIT's fees and expenses do not duplicate the fees and expenses of the acquired funds that the

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5 *See* rule 12d1-4(b)(1)(ii) and (iii).

6 In circumstances where all holders of the outstanding voting securities of the acquired fund are required by rule 12d1-4 or otherwise under section 12(d)(1) to mirror vote the securities of the acquired fund, the acquiring fund may use pass-through voting instead of mirror voting. *See* rule 12d1-4(b)(1)(ii).

7 Rule 12d1-4(b)(2)(iv) and (c).

8 "Management companies" are defined as an investment company other than a face amount certificate company or UIT. *See* 15 U.S.C. 80a-4.

9 Rule 12d1-4(b)(2)(i) and (c)(2).

UIT holds or will hold at the date of deposit. The UIT is also required to keep records of the finding, and any basis for the finding.[10]

Separate Accounts Funding Variable Insurance Contracts. Lastly, the rule requires that, with respect to a separate account funding variable insurance contracts that invest in an acquiring fund, the acquiring fund must obtain a certification from the insurance company offering the separate account. The certification must state that the insurance company has determined that the fees and expenses borne by the separate account, acquiring fund, and acquired fund, in the aggregate, are consistent with the standard set forth in section 26(f)(2)(A) of the Act. The acquiring fund will be required to keep a record of this certification.[11]

2. Purpose and Use of Information Collection

The purpose of the information collection requirement in rule 12d1-4 is to ensure both that the concerns that led Congress to adopt section 12(d)(1) are mitigated and that funds relying upon the rule as an exemption from that section comply with the rule's requirements.

3. Use and Consideration of Information Technology

The information collected under the rule is not submitted to the Commission. The rule does not stipulate any particular method for communicating or preserving the information collected. The Electronic Signatures in Global and National Commerce Act[12] and the conforming amendments to rules under the Investment Company Act permit funds to maintain records electronically.

4. Identifying and Minimizing Duplication

The Commission is not aware of any duplicate reporting or recordkeeping requirements concerning rule 12d1-4. Therefore, there is no similar information available that can be used or modified for the purposes described in Item 2 above.

5. Effect on Small Entities

The Commission reviews all rules periodically, as required by the Regulatory Flexibility Act (5 U.S.C. 601 *et seq*.), to identify methods to minimize recordkeeping or reporting requirements affecting small businesses. The requirements of rule 12d1-4 do not distinguish between small entities and larger entities. The burden on smaller entities may be greater than for larger entities. This burden includes the cost of establishing and conducting a voting system in accordance with the rule, negotiating and maintaining fund of fund investment agreements, and establishing procedures for conducting the required evaluations, findings, and certifications. The Commission believes, however, that imposing different requirements on smaller investment

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[10] Rule 12d1-4(b)(2)(ii) and (c).

[11] Rule 12d1-4(b)(2)(iii) and (c).

[12] P.L. 106-229, 114 Stat. 464 (June 30, 2000).

companies would not be consistent with investor protection and the purposes of the rule. Further, entities eligible to rely on rule 12d1-4 are required to comply with the requirements of the rule only if they wish to rely on the rule's exemptions.

6. Consequences of Not Conducting Collection and Obstacles to Reducing Burden

Less frequent information collection would be incompatible with the objectives of rule 12d1-4. The requirements of the rule are necessary to ensure that the concerns in section 12(d)(1) are adequately addressed by funds relying on the rule's exemptions.

7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

Under rule 12d1-4, a fund relying on the rule must maintain certain records documenting the fund's compliance with the rule for a period of not less than five years, the first two years in an easily accessible place.[13] The five-year retention period under the rule is designed to be generally consistent with other recordkeeping retention periods provided in rules under the Investment Company Act.[14] This consistency with other retention periods is designed to reduce the compliance burden of the recordkeeping requirements under rule 12d1-4.

8. Public Comment and Consultations Outside the Agency

The Commission requested public comment on the collection of information requirements in rule 12d1-4 before it submitted this request for extension and approval to the Office of Management and Budget. The Commission did not receive public comment during the 60-day notice and comment period.

The Commission and the staff of the Division of Investment Management participate in an ongoing dialogue with representatives of the fund industry through public conferences, meetings and informal exchanges. These forums provide the Commission and the staff useful means to identify and address paperwork burdens that may confront the industry.

9. Payment or Gift to Respondents

Not applicable.

10. Assurance of Confidentiality and Privacy

The Information Collection does not collect information about individuals, therefore, a PIA, SORN, and PAS are not required.

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[13] Rule 12d1-4(c).

[14] *See* Fund of Funds Arrangements Adopting Release at n.436 and accompanying text.

11. Collection Questions of a Sensitive Nature

Not applicable.

12. Estimated Time Burden and its Cost Equivalent

Voting Provisions. With respect to the voting provisions described above in Item 1, Commission staff estimates that 562 acquiring funds will be subject to the requirements in rule 12d1-4(b)(ii).[15] Staff estimates that 550 of these funds will utilize mirror voting and that 12 of these funds will utilize pass-through voting.[16]

TABLE 1: RULE 12d1-4(b)(1)(ii) and (iii) ESTIMATES

	Internal annual hour burden	Wage rate[1]	Internal annual time costs
Mirror voting estimates			
Mirror voting information collections [requirement type = recordkeeping]	6 hours[2]	$774[3]	$4,644
Number of responses	x 550 responses		x 550 responses
Total annual burden for rule 12d1-	3,300 hours		$2,554,200

[15] 562 acquiring funds that will invest in open-end funds or UITs in reliance on rule 12d1-4 and beyond the 25% voting threshold = 5,309 series of management companies relying upon rule 12d1-4 or statutory exemption per Form N-CEN Items C.7.l and C.7.m (based on data as of Dec. 2025, as derived from Form N-CEN filings through Aug. 13, 2026) plus 75 acquiring BDCs (consistent with the prior renewal, we derive this by multiplying the estimated number of BDCs—171, based on Form 10-K filings and related amendments in calendar year 2025—by 44%) and multiplied by 11% of acquiring funds that invest in at least one open-end fund or UIT beyond the 25% voting threshold of the rule (as estimated in the prior renewal). This estimate assumes that acquiring funds with current investments in other funds beyond the limits of section 12(d)(1) are subject to rule 12d1-4 at the same rate as the acquiring funds with current investments in other funds within the limits of section 12(d)(1). We lack structured data that would allow us to estimate the percentage of acquiring funds that are within the same group of investment companies as the acquired fund or the acquiring fund's investment sub-adviser or any person controlling, controlled by, or under common control with such investment sub-adviser acts as the acquired fund's investment adviser or depositor, and thus will be subject to the rule's voting condition. To avoid underestimating the costs associated with this aspect of rule 12d1-4, we assume that all the 562 acquiring funds will be subject to the rule's conditions.

[16] We estimate that most of these funds (550 (= 562 – 12) funds) will utilize mirror voting and that 12 funds will utilize pass-through voting in limited circumstances. In circumstances where all holders of the outstanding voting securities of the acquired fund are required by rule 12d1-4 or otherwise under section 12(d)(1) to mirror vote the securities of the acquired fund, the acquiring fund may use pass-through instead of mirror voting. It is estimated that (consistent with the prior renewal) 2.2% of acquiring funds that will invest in open-end funds or UITs in reliance on rule 12d1-4 and beyond the 25% voting threshold will use pass-through voting (*i.e.,* 2.2% of 562 acquiring funds equals 12 funds using pass-through voting).

4(b)(1)(ii)			
Pass-through voting estimates			
Pass-through voting information collections [requirement type = recordkeeping] Number of responses	33 hours[4] x 12 responses	$774[3]	$25,542 x 12 responses
Total annual burden for rule 12d1-4(b)(1)(iii)	396 hours		$306,504
Combined estimates			
Estimated total annual burden	3,700 hours[5]		$2,900,000[6]

Notes:
1.To calculate the occupational hourly rates used in this release, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for "Securities, Commodity Contracts, and Other Financial Investments and Related Activities" (NAICS 523)+. *See Occupational Employment and Wage Statistics*, U.S. BUREAU OF LABOR STATISTICS, https://www.bls.gov/oes/; *see also Standard Occupational Classification*, U.S. BUREAU OF LABOR STATISTICS, https://www.bls.gov/soc/ (describing occupational classification system used by BLS); EXEC. OFF. OF THE PRESIDENT, OFF. OF MGMT. & BUDGET, NORTH AMERICAN INDUSTRY CLASSIFICATION SYSTEM (2022), *available at* https://www.census.gov/naics/reference_files_tools/2022_NAICS_Manual.pdf (describing the industry classification system used by BLS and other agencies). The mean hourly wage for each occupation is adjusted for changes in the seasonally adjusted employment cost index for private wages and salaries between the data reference period and when the data are released by BLS. *See Employment Cost Index*, U.S. BUREAU OF LABOR STATISTICS, https://www.bls.gov/eci/. The adjusted mean hourly wage is then multiplied by a factor that accounts for nonwage costs borne by employers, such as bonuses, benefits, and overhead. This factor is calculated as an average over the 10 most recently available years of data of the ratio of the Bureau of Economic Analysis's annual gross output data for NAICS 523 to total annual wages across all occupations for NAICS 523 in the OEWS data. *See Gross Output by Industry*, U.S. BUREAU OF ECONOMIC ANALYSIS, https://www.bea.gov/data/industries/gross-output-by-industry; *Occupational Employment and Wage Statistics*, U.S. BUREAU OF LABOR STATISTICS, https://www.bls.gov/oes/. The final product is the occupational hourly rate. *See generally* UPDATED METHODOLOGY FOR CALCULATING OCCUPATIONAL HOURLY RATES (Dec. 19, 2025), *available at* https://www.sec.gov/files/method-occupational-hourly-rates.pdf.
2. Commission staff estimates that, on average, internal counsel for such funds will spend 3 hours updating proxy voting policies and disclosures for such funds and 3 hours conducting voting procedures. The estimated annual hour burden of the collection of information imposed by the mirror voting provisions is therefore 6 hours per fund.
3. $774 reflects a wage rate based on current estimates for an attorney.
4. Commission staff estimates that, on average, internal counsel for such funds will spend 3 hours updating proxy voting policies and disclosures for such funds and 30 hours communicating with shareholders and voting accordingly. The estimated annual hour burden of the collection of information imposed by the pass-through voting provisions is therefore 33 hours per fund.
5. 3,300 hours + 396 hours = 3,696 hours. We round the estimated internal hour burden up to the nearest hundred hours.
6. $2,554,200 + $306,504 = $2,860,704. We round the estimated internal time cost to the nearest hundred thousand dollars.

Fund of Funds Investment Agreements. With respect to the fund of funds investment agreement provisions described above, Commission staff estimates that 14,533 funds that do not have the same investment adviser are subject to the requirement to enter into an agreement prior to the purchase of acquired fund shares in excess of section 12(d)(1)'s limits.[17] Commission staff estimates, however, that the majority of affected funds have already complied with this requirement and staff assumes that, absent structured data to further calculate, 727 funds (5% of affected funds) would be newly subject to the rule on an annual basis.[18]

17 This estimate is based on the number of acquiring-acquired fund pairs that do not share the same adviser as indicated in Form N-PORT data as of Dec. 2025, as derived from Form N-PORT filings through Aug. 13, 2026 (21,063) and, consistent with the prior renewal, assumes that 69% of such acquiring-acquired fund pairs will be subject to rule 12d1-4 (*i.e.*, 14,533 = 21,063 x 0.69).

18 This estimate is based on the following calculation: 727 = 14,533 x 0.05.

TABLE 2: RULE 12d1-4(b)(2)(iv) and (c)(1) ESTIMATES

	Internal annual hour burden	Wage rate[1]	Internal annual time costs
Fund of fund investment agreement estimates for newly affected funds			
Negotiating and memorializing necessary agreements, and associated recordkeeping (for newly affected funds) [requirement type = recordkeeping]	26 hours[2]	$628[3]	$16,328
Number of responses	x 727 responses		x 727 responses
Total annual burden for newly affected funds	18,902 hours		$11,870,456
Fund of fund investment agreement estimates for all affected funds			
Ongoing recordkeeping (for all affected funds) [requirement type = recordkeeping]	12 hours	$142[4]	$1,704
Number of responses	x 14,533 responses		x 14,533 responses
Total annual burden for all affected funds	174,396 hours		$24,764,232
Combined estimates			
Total annual burden	193,300 hours[5]		$36,600,000[6]

Notes:
1.To calculate the occupational hourly rates used in this release, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for "Securities, Commodity Contracts, and Other Financial Investments and Related Activities" (NAICS 523)+. *See supra* Table 1, n.1.
2. Commission staff estimates that, on average, newly affected funds will spend 20 hours negotiating and memorializing the necessary agreements and 6 hours establishing associated recordkeeping and policies and procedures. The estimated annual hour burden of the collections of information associated with fund of funds investment agreements is therefore 26 hours per fund for newly affected funds.
3. $628 reflects a blended wage rate based on current estimates for an attorney ($774) and a general office clerk ($142), where the attorney rate accounts for 20/26 of the blended rate, and the general office clerk rate accounts for 6/26 of the blended rate. ($774 x (20/26) = $595) + ($142 x (6/26) = $33) = $628.
4. $142 reflects a wage rate based on current estimates for a general office clerk.
5. 18,902 hours + 174,396 hours = 193,298 hours. We round the estimated internal hour burden up to the nearest hundred hours.
6. $11,870,456 + $24,764,232 = $36,634,688. We round the estimated internal time cost to the nearest hundred thousand dollars.

Management Companies – Fund Filings. With respect to the management company fund finding provisions described above, Commission staff estimates that 3,278 acquired management companies will be subject to rule 12d1-4.[19] Commission staff further estimates that 5,477

[19] 3,278 acquired management companies that will be subject to rule 12d1-4 = 4,751 acquired management companies x 69% of acquired management companies that will be subject to rule 12d1-4 (as estimated in the prior renewal). Our calculation assumes that the estimate of acquiring funds that will be subject to rule 12d1-4 is also applicable to acquired funds. 4,751 acquired management companies = 3,615 acquired registered investment companies (based on data as of Dec. 2025, as derived from Form N-PORT filings through Aug. 13, 2026 x 17,883 registered investment companies (based on data as of Dec. 2025, as derived from Form N-PORT filings through Aug. 13, 2026 / 13,607 management companies (based on data as of Dec. 2025, as derived from Form N-CEN filings through Aug. 13, 2026). This estimate assumes that acquired

acquiring management companies will be subject to rule 12d1-4.[20] This results in 8,755 management companies being subject to rule 12d1-4.[21]

TABLE 3: RULE 12d1-4(b)(2)(i) and (c)(2) ESTIMATES (FOR MANAGEMENT COMPANIES)

	Internal annual hour burden	Wage rate[1]	Internal annual time costs
Conducting evaluations and creating, reviewing, and maintaining required written materials [requirement type = recordkeeping]	18 hours	$324[2]	$5,832
Number of responses	x 8,755 responses		x 8,755 responses
Total annual burden	157,600 hours[3]		$51,100,000

Notes:
1.To calculate the occupational hourly rates used in this release, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for "Securities, Commodity Contracts, and Other Financial Investments and Related Activities" (NAICS 523)+. *See supra* Table 1, n.1.
2. $324 reflects a blended wage rate based on current estimates for an attorney ($774), an accountant ($330), and a general office clerk ($142), where the average of the attorney rate and the accountant rate ($552) accounts for 8/18 of the blended rate, and the general office clerk rate accounts for 10/18 of the blended rate. ($552 x (8/18) = $245) + ($142 x (10/18) = $79) = $324.
3. 18 hours x 8,755 responses = 157,590 hours. We round the estimated internal hour burden to the nearest hundred hours.
4. $5,832 x 8,755 responses = $51,059,160. We round the estimated internal time cost to the nearest hundred thousand dollars.

UITs -- Principal Underwriter or Depositor Evaluations. With respect to the UIT principal underwriter or depositor evaluations discussed above, Commission staff estimates that 551 acquiring UITs will be subject to rule 12d1-4.[22]

TABLE 4: RULE 12d1-4(b)(2)(ii) and (c)(3) ESTIMATES (FOR UITs)

	Internal annual hour burden	Wage rate[1]	Internal annual time costs
Conducting evaluations and	5 hours	$142[2]	$710

management companies with investments from acquiring funds beyond the limits of section 12(d)(1) will be subject to rule 12d1-4 at the same rate as the acquired management companies with investments from acquiring funds within the limits of section 12(d)(1).

[20] 5,477 acquiring management companies that will be subject to rule 12d1-4 = 7,937 acquiring management companies (based on data as of Dec. 2025, as derived from Form N-PORT filings through Aug. 13, 2026) x 69% of acquiring management companies that will be subject to rule 12d1-4 (consistent with the prior renewal). This estimate assumes that acquiring management companies with current investments in other funds beyond the limits of section 12(d)(1) will be subject to rule 12d1-4 at the same rate as the acquiring management companies with current investments in other funds within the limits of section 12(d)(1) following the rule adoption.

[21] 8,755 = 3,278 + 5,477.

[22] This estimate assumes that there are 1,377 series of UITs and that 40% of such UITS are acquiring UITs (as estimated in the prior renewal). The estimate of 1,377 series of UITs is based on data as of Dec. 2025, as derived from Form N-CEN filings (Items F.18 and F.19) through Aug. 13, 2026.

creating, reviewing, and maintaining required written materials [requirement type = recordkeeping] **Number of responses**	**x 551 responses**		**x 551 responses**
Total annual burden	**2,800 hours[3]**		**$400,000[4]**

Notes:
1.To calculate the occupational hourly rates used in this release, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for "Securities, Commodity Contracts, and Other Financial Investments and Related Activities" (NAICS 523)+. *See supra* Table 1, n.1.
2. $142 reflects a wage rate based on current estimates for a general office clerk.
3. 5 hours x 551 responses = 2,755 hours. We round the estimated internal hour burden to the nearest hundred hours.
4. $710 x 551 responses = $391,210. We round the estimated internal time cost to the nearest hundred thousand dollars.

Separate Accounts Funding Variable Insurance Contracts. With respect to the separate account funding variable insurance contracts discussed above, Commission staff estimates that 184 acquiring separate accounts will be subject to rule 12d1-4.[23]

TABLE 5: RULE 12d1-4(b)(2)(iii) and (c)(4) ESTIMATES (FOR SEPARATE ACCOUNTS)

	Internal annual hour burden	Wage rate[1]	Internal annual time costs
Obtaining certificates and maintaining records [requirement type = recordkeeping] **Number of responses**	**4 hours** **x 184 responses**	**$458[2]**	**$1,832** **x 184 responses**
Total annual burden	**700 hours[3]**		**$300,000[4]**

Notes:
1.To calculate the occupational hourly rates used in this release, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for "Securities, Commodity Contracts, and Other Financial Investments and Related Activities" (NAICS 523)+. *See supra* Table 1, n.1.
2. $458 reflects a blended wage rate based on current estimates for an attorney ($774) and a general office clerk ($142).
3. 4 hours x 184 responses = 736 hours. We round the estimated internal hour burden to the nearest hundred hours.
4. $1,832 x 184 responses = $337,088. We round the estimated internal time cost to the nearest hundred thousand dollars.

The following estimates of average internal burden hours and monetized burden hour costs are made solely for purposes of the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 et seq.) and are not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms. The table below summarizes the annual responses, burden hours, and burden hour cost estimates for rule 12d1-4:

[23] 184 acquiring separate accounts that will be subject to rule 12d1-4 = 413 variable annuity separate accounts registered as UITs + 239 variable life insurance separate accounts registered as UITs + 15 management company separate accounts (these figures are based on data as of Dec. 2025, as derived from Form N-CEN filings through Aug. 13, 2026)] x 40% of funds that are acquiring funds (as estimated in the prior renewal) x 69% of acquiring separate accounts that will be subject to rule 12d1-4 as estimated by a commenter (as estimated in the prior renewal).

Information Collection	Annual No. of Responses			Annual Time Burden (Hrs.)			Monetized Time Burden ($)		
	Previously approved	*Requested*	*Change*	*Previously approved*	*Requested*	*Change*	*Previously approved*	*Requested*	*Change*
Voting Provisions	446	562	116	2,946	3,700	754	$1,452,864	$2,900,000	$1,447,136
Fund of Fund Investment Agreements	12,900	14,533	1,633	171,570	193,300	21,730	$21,215,340	$36,600,000	$15,384,660
Management Company Findings	7,939	8,755	816	142,902	157,600	14,698	$28,834,448	51,100,000	$22,265,552
UIT Evaluations	541	551	10	2,705	2,800	95	$248,860	$400,000	$151,140
Separate Account Certificates	186	184	-2	744	700	-44	$139,500	$300,000	$160,500
Total	**22,012**	**24,585**	**2,573**	**320,867**	**358,100**	**37,233**	**$51,891,012**	**$91,300,000**	**$39,408,988**

13. Estimated Additional Cost Burden

Cost burden is the cost of goods and services purchased to collect the information required under rule 12d1-4. The cost burden does not include the hour burden discussed in Item 12 above.

Voting Provisions. The staff estimates that, on average, outside counsel will spend 1 hour per vote conducting voting procedures with respect to mirror voting at a cost of $774 per hour. Staff therefore estimates an annual external cost burden of $430,000 with respect to mirror

voting.[24] Staff further estimates that, with respect to pass-through voting, outside counsel will spend 1 hour to assist funds in communicating with shareholders and voting accordingly at a rate of $774 per hour. Staff therefore estimates an annual external cost burden of $10,000 with respect to pass-through voting.[25] Accordingly, staff estimates a total annual external cost of $440,000 ($430,000 + $10,000) for compliance with the voting provisions of the rule. This estimate represents an increase from the previously approved total annual external cost estimate of $251,990.

Fund of Funds Investment Agreement. Staff estimates that, on average, for funds newly subject to the rule, outside counsel will spend 2 hours negotiating and memorializing the necessary agreements under the rule at a cost of $774 per hour. Staff further estimates that, on average, for funds newly subject to the rule, outside counsel will spend 4 hours establishing recordkeeping policies and procedures. Accordingly, staff estimates total annual external costs of $3,380,000 for compliance with the fund of funds investment agreement provisions of the rule.[26] This estimate represents an increase from the previously approved total annual external cost estimate of $2,186,550.

Management Companies – Fund Filings. It is estimated that there is no external cost burden with respect to the management company findings provisions of the rule.

UITs – Principal Underwriter or Depositor Evaluations. It is estimated that there is no external cost burden with respect to the UIT evaluation provisions of the rule.

Separate Accounts Funding Variable Insurance Contracts. It is estimated that there is no external cost burden with respect to the separate account certification provisions of the rule.

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[24] $425,700 = ($774 x 1 hour) x 550 funds subject to mirror voting. We round the estimated additional cost burden to the nearest ten thousand dollars.

[25] $9,288 = ($774 x 1 hour) x 12 funds subject to pass-through voting. We round the estimated additional cost burden to the nearest ten thousand dollars.

[26] $3,376,188 = [($774 x 2) + ($774 x 4)] x 727 funds newly subject to the fund of funds investment agreement provisions of the rule. *See* footnote 18 for the calculation of funds newly subject to the rule. We round the estimated additional cost burden to the nearest ten thousand dollars.

TABLE 6: ESTIMATED ADDITIONAL COST BURDEN

Additional Information Collections ("ICs")	Annual hour burden	Wage rate[1]	Requested Total Estimated Annual Additional Cost Burden	Previously Approved Estimated Annual Additional Cost Burden	Change
Mirror voting information collections [requirement type = recordkeeping] See Table 1 *supra*.	1 hour x 550 responses = 550 hours	$774	$430,000[2]	$251,990	$188,010
Pass-through voting information collections [requirement type = recordkeeping] See Table 1 *supra*.	1 hour x 12 responses = 12 hours	$774	$10,000[3]		
Negotiating and memorializing necessary agreements, and associated recordkeeping (for newly affected funds) [requirement type = recordkeeping] See Table 2 *supra*.	6 hours x 727 responses = 4,362 hours	$774	$3,380,000[4]	$2,186,550	$1,193,450
Total estimated additional cost burden:			$3,820,000 (requested total estimated additional cost burden)	$2,438,540 (previously approved total estimated additional cost burden)	$1,381,460 (change between requested and previously approved estimates)

1.To calculate the occupational hourly rates used in this release, the Commission uses occupational mean hourly wage data from the Occupational Employment and Wage Statistics (OEWS) program of the Bureau of Labor Statistics (BLS) for "Securities, Commodity Contracts, and Other Financial Investments and Related Activities" (NAICS 523)+. *See supra* Table 1, n.1.

2. *See supra* footnote 24.

3. *See supra* footnote 25.

4. *See supra* footnote 26.

14. Annual Cost to the Federal Government

Not applicable. There is no requirement to report the information collections to the SEC.

15. Reasons for Changes in Burden Estimates

The burden hours for rule 12d1-4 have increased from 320,867 hours to 358,100 hours. This increase of 37,233 hours is due to changes in the number of responses (based on the current number of fund registrants). The estimated cost burden has increased from $2,438,540 to $3,820,000. This increase of $1,381,460 similarly is due to changes the number of responses (based on the current number of fund registrants), as well as adjustments in our methods for calculating applicable wage rates.

TABLE 7: ESTIMATED ADDITIONAL COST BURDEN

Information Collections ("ICs")	Area of Change	Reason for Change in Burden Estimates
Voting Provisions See Table 1 *supra*.	Annual Number of Responses for this IC	Change Due to Adjustment in Agency Estimate
	Annual IC Time Burden (Hours)	Change Due to Adjustment in Agency Estimate
	Annual IC Cost Burden (Dollars)	Change Due to Adjustment in Agency Estimate
Fund of Fund Investment Agreements See Table 2 *supra*.	Annual Number of Responses for this IC	Change Due to Adjustment in Agency Estimate
	Annual IC Time Burden (Hours)	Change Due to Adjustment in Agency Estimate
	Annual IC Cost Burden (Dollars)	Change Due to Adjustment in Agency Estimate
Management Company Findings **See Table 3 *supra***	Annual Number of Responses for this IC	Change Due to Adjustment in Agency Estimate
	Annual IC Time Burden (Hours)	Change Due to Adjustment in Agency Estimate
	Annual IC Cost Burden (Dollars)	Change Due to Adjustment in Agency Estimate
UIT Evaluations **See Table 4 *supra***	Annual Number of Responses for this IC	Change Due to Adjustment in Agency Estimate
	Annual IC Time Burden (Hours)	Change Due to Adjustment in Agency Estimate
	Annual IC Cost Burden (Dollars)	Change Due to Adjustment in Agency Estimate
Separate Account Certificates See Table 5 *supra*.	Annual Number of Responses for this IC	Change Due to Adjustment in Agency Estimate
	Annual IC Time Burden (Hours)	Change Due to Adjustment in Agency Estimate
	Annual IC Cost Burden (Dollars)	Change Due to Adjustment in Agency Estimate

16. Plans for Publishing Results

Not applicable.

17. Approval to Omit Display of OMB Expiration Date

We seek OMB approval to omit the expiration date for all OMB Control Numbers because the public may find it confusing to see an expiration date on a rule or form, especially when approaching the expiration date.

18. Exceptions to the Certification for Paperwork Reduction Act Submissions

As described above, we believe that imposing different requirements on smaller investment companies would not be consistent with investor protection and the purposes of the rule. Further, entities eligible to rely on rule 12d1-4 are required to comply with the requirements of the rule only if they wish to rely on the rule's exemptions.

A. COLLECTION OF INFORMATION EMPLOYING STATISTICAL METHODS

Not applicable.